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Hearing Date and Time: January 21, 2010 at 10:00 a.m.

Attorneys for Creditor,
Goodyear Canada Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
DPH HOLDINGS CORP., *et al.*, : Case No. 05-44481 (RDD)
: :
Debtors. : (Jointly Administered)
: :
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**RESPONSE OF GOODYEAR CANADA INC.
TO THE DEBTORS' FORTIETH OMNIBUS OBJECTION TO
MODIFY AND ALLOW CERTAIN CLAIMS TO BE FURTHER MODIFIED
(Claim No. 7325)**

Goodyear Canada Inc. ("Goodyear") files this Response to the Debtors' Fortieth Omnibus Objection to modify and allow certain claims, including claims allegedly subject to further modification (Docket No. 19222) (the "Objection"). In the Objection, the Debtors object to the amount of Goodyear's Claim No. 7325 (the "Claim"), seeking a reduction from \$363,079.29 to \$347,207.29. (The Claim was originally filed in the amount of \$388,310.09, but was reduced by previous order of this court to \$363,079.29 in January 2008.) The Objection proposes to reduce the Claim by an additional \$15,872.00 based upon a cure payment in that amount allegedly paid to Goodyear.

After the Claim was filed, Goodyear assigned it to J. P. Morgan Chase Bank, N.A. ("JPM"). JPM and/or its assignees currently own the Claim. However, pursuant to the terms of

the agreement between JPM and Goodyear regarding the transfer of the Claim, Goodyear is obligated to defend the Claim against objections. For that reason, Goodyear retains standing to respond to the Objection and appears here to defend the Claim.

Goodyear does not oppose the reduction of the amount of the claim proposed by the Debtor in the Objection, *provided the cure amount is paid to Goodyear*. The undersigned counsel has investigated the status of this cure payment and has learned from Debtor's counsel that the first attempt to make the payment by mail was returned because it had been sent to an address that is no longer a Goodyear facility. According to Debtor's counsel, a second check was mailed last week, on approximately January 11, 2010, to Goodyear's Toronto office. As of this morning, January 19, 2010, the check had not yet been received by Goodyear. Until the cure payment has been received, Goodyear reserves its rights to the Claim in the full amount allowed by prior order of the Court. Alternatively, Goodyear requests that any order reducing the Claim further provide that the Debtor is obligated to make the cure payment to Goodyear in the amount of \$15,872.00.

Goodyear requests that the Objection to the Claim be treated as "Contested Claim" and be automatically adjourned pursuant to the Claim Objection Procedure Order (Docket No. 6089) entered by this Court in this case on December 7, 2006.

All further correspondence to Goodyear regarding the Objection and this Response, including any reply filed by the Debtors or any notices of further proceedings regarding the Objection, should be served on Goodyear at the address appearing in its proof of claim and also to the undersigned counsel (whose address recently changed).

Goodyear respectfully requests that the Court enter an order overruling the Objection with respect the Claim and allowing the Claim in the full amount of \$363,079.29 unless and until the cure payment of \$15,872.00 has been made to Goodyear or, alternatively, providing that the reduction of the Claim's allowed amount be conditioned on the Debtor making the cure payment.

DATED: January 19, 2010

Respectfully submitted,

/s/ Alan M. Koschik

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*Attorneys for Creditor,
Goodyear Canada Inc.*

CERTIFICATE OF SERVICE

I hereby certify that on this 19th day of January, 2010, a copy of the **Response of Goodyear Canada Inc. to the Debtors' Fortieth Omnibus Objection to Modify and Allow Certain Claims to Be Further Modified** was filed electronically. Parties will receive notice of the filing by virtue of the Court's ECF electronic filing system. The document may be accessed through the Court's system.

In addition, the foregoing document was also served by regular mail on:

DPH Holdings Corp.
Attn: President
5725 Delphi Drive
Troy, Michigan 48098

In addition, the foregoing document was also served via email on:

John Wm. Butler, Jr., Esq.
John K. Lyons, Esq.
Joseph N. Wharton, Esq.
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333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

/s/ Alan M. Koschik
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